

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
WESTINGHOUSE ELECTRIC : Chapter 11
COMPANY LLC, *et al.*, :
Debtors.¹ : Case No. 17-10751 (MEW)
: (Jointly Administered)
-----x

**AFFIDAVIT AND DISCLOSURE STATEMENT OF PAUL D. CLEMENT,
ON BEHALF OF KIRKLAND & ELLIS LLP**

STATE OF _D.C._)
) s.s.:
COUNTY OF _D.C._)

Paul D. Clement, being duly sworn, upon his oath, deposes and says as follows:

1. I am a Partner of Kirkland & Ellis LLP, located at 655 Fifteenth Street, N.W., Washington, D.C. 20005-5793 (the “**Firm**”).
2. Westinghouse Electric Company LLC and its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: Westinghouse Electric Company LLC (0933), CE Nuclear Power International, Inc. (8833), Fauske and Associates LLC (8538), Field Services, LLC (2550), Nuclear Technology Solutions LLC (1921), PaR Nuclear Holding Co., Inc. (7944), PaR Nuclear, Inc. (6586), PCI Energy Services LLC (9100), Shaw Global Services, LLC (0436), Shaw Nuclear Services, Inc. (6250), Stone & Webster Asia Inc. (1348), Stone & Webster Construction Inc. (1673), Stone & Webster International Inc. (1586), Stone & Webster Services LLC (5448), Toshiba Nuclear Energy Holdings (UK) Limited (N/A), TSB Nuclear Energy Services Inc. (2348), WEC Carolina Energy Solutions, Inc. (8735), WEC Carolina Energy Solutions, LLC (2002), WEC Engineering Services Inc. (6759), WEC Equipment & Machining Solutions, LLC (3135), WEC Specialty LLC (N/A), WEC Welding and Machining, LLC (8771), WECTEC Contractors Inc. (4168), WECTEC Global Project Services Inc. (8572), WECTEC LLC (6222), WECTEC Staffing Services LLC (4135), Westinghouse Energy Systems LLC (0328), Westinghouse Industry Products International Company LLC (3909), Westinghouse International Technology LLC (N/A), and Westinghouse Technology Licensing Company LLC (5961). The Debtors’ principal offices are located at 1000 Westinghouse Drive, Cranberry Township, Pennsylvania 16066.

3. The Services include, but are not limited to, the following:

- Representation of the Debtors in a Fourth Circuit appeal against Duke Energy Florida seeking substantial termination costs following its breach of contract.

4. The Firm may have performed services in the past and may perform services in the future including matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases (including in connection with these chapter 11 cases). Notwithstanding anything to the contrary, the Firm does not have any relationship with any person, any such person's attorneys, or any such person's accountants that would be adverse to the Debtors or their estates with respect to the Firm's representation of the Debtors in connection with the Fourth Circuit appeal against Duke Energy Florida.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the Firm's representation of the Debtors in connection with the Fourth Circuit appeal against Duke Energy Florida.

7. As of the commencement of these chapter 11 cases, the Debtors owed the Firm \$165,855.05 in respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on May 17, 2017, at 5:20 pm.

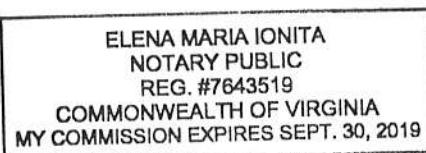


Paul D. Clement

SWORN TO AND SUBSCRIBED before
Me this 17th day of May, 2017



Notary Public



Retention Questionnaire

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
WESTINGHOUSE ELECTRIC : Chapter 11
COMPANY LLC, *et al.* : Case No. 17-10751 (MEW)
:
Debtors.² : (Jointly Administered)
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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Westinghouse Electric Company LLC and its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”).

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Robert J. Lemons, Esq. & Stephanie N. Morrison, Esq.

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and Address of firm:

Kirkland & Ellis LLP
655 Fifteenth Street, N.W.
Washington, D.C. 20005-5793

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: Westinghouse Electric Company LLC (0933), CE Nuclear Power International, Inc. (8833), Fauske and Associates LLC (8538), Field Services, LLC (2550), Nuclear Technology Solutions LLC (1921), PaR Nuclear Holding Co., Inc. (7944), PaR Nuclear, Inc. (6586), PCI Energy Services LLC (9100), Shaw Global Services, LLC (0436), Shaw Nuclear Services, Inc. (6250), Stone & Webster Asia Inc. (1348), Stone & Webster Construction Inc. (1673), Stone & Webster International Inc. (1586), Stone & Webster Services LLC (5448), Toshiba Nuclear Energy Holdings (UK) Limited (N/A), TSB Nuclear Energy Services Inc. (2348), WEC Carolina Energy Solutions, Inc. (8735), WEC Carolina Energy Solutions, LLC (2002), WEC Engineering Services Inc. (6759), WEC Equipment & Machining Solutions, LLC (3135), WEC Specialty LLC (N/A), WEC Welding and Machining, LLC (8771), WECTEC Contractors Inc. (4168), WECTEC Global Project Services Inc. (8572), WECTEC LLC (6222), WECTEC Staffing Services LLC (4135), Westinghouse Energy Systems LLC (0328), Westinghouse Industry Products International Company LLC (3909), Westinghouse International Technology LLC (N/A), and Westinghouse Technology Licensing Company LLC (5961). The Debtors’ principal offices are located at 1000 Westinghouse Drive, Cranberry Township, Pennsylvania 16066.

2. Date of retention: January 30, 2017
3. Type of services to be provided:
 - Legal Services
4. Brief description of services to be provided:
 - Representation of the Debtors in a Fourth Circuit appeal against Duke Energy Florida seeking substantial termination costs following its breach of contract.

5. Arrangements for compensation (hourly, contingent, etc.):

Hourly

- (a) Average hourly rate (if applicable):

Please see attachment detailing Professional Compensation

- (b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition): \$125,000.00

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$165,855.05

Date claim arose: Services provided in January 2017, February 2017, and March 2017

Nature of claim: Fees for services rendered and expenses in connection therewith

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the company:

Name: _____

Status: _____

Amount of claim: \$_____

Date claim arose: _____

Nature of claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the company is to be employed:

None.

9. Name and title of individual completing this form:

Paul D. Clement

Dated: May 17, 2017

Professional Compensation

Professional Compensation

Billing Category	U.S. Range
Partners	\$710-\$1,445
Of Counsel	\$595-\$1,145
Associates	\$390-\$840
Paraprofessionals	\$155-\$340